

Alberta Team Handball Federation
Bylaws

1.0 GENERAL

1. General

- 1.1. Purpose - These Bylaws relate to the general conduct of the affairs of the Alberta TeamHandball Federation, a society incorporated under the Societies Act.
- 1.2. Definitions - The following terms have these meanings in these Bylaws:
- 1.2.1. *Act*: means the Societies Act of Alberta, as amended, or any statute substituted for it.
 - 1.2.2. *Board*: The Board of Directors of Alberta Team Handball Federation
 - 1.2.3. *Bylaws*: The bylaws of Alberta Team Handball Federation, as amended
 - 1.2.4. *Days*: calendar days, irrespective of weekends or holidays.
 - 1.2.5. *Director*: an individual elected or appointed to serve on the *Board* pursuant to these Bylaws.
 - 1.2.6. *Federation*: Alberta Team Handball Federation
 - 1.2.7. *Member*: A Member of Alberta Team Handball Federation as defined in the ATHF Membership Policy
 - 1.2.8. *Participant*: an individual who participates in any Alberta Team Handball Federation event (coach, referee, volunteer, athlete, etc.)
 - 1.2.9. *Ordinary Resolution*: a resolution passed by not less than a majority of the votes cast at a meeting of the *Board* or a meeting of Members
 - 1.2.10. *Special Meeting*: described in Section 5.4 of the Alberta Team Handall Federation Bylaws.
 - 1.2.11. *Special Resolution*: a resolution passed by no less than three-quarters (3/4) of the votes cast at a meeting of the *Board* or a meeting of Members for which proper notice has been given.
 - 1.2.12. *Registered Address*: The most recent address of record for Alberta Team Handball Federation Member
 - 1.2.13. *Registrar*: means Registrar as defined in the Business Corporations Act, or any successor or replacement agency.
- 1.3. Interpretation of these Bylaws - The following rules of interpretation must be applied in interpreting these bylaws.
- 1.3.1. Headings are for convenience only and do not affect the interpretation of these bylaws
 - 1.3.2. These bylaws must be interpreted broadly and generously
- 1.4. Head Office - The head office and registered address of the federation will be located at 11759 Groat Road, Edmonton, Alberta T5M 3K6

- 1.5. No gain for Members - The Federation will be carried on without the purpose of gain for its members and any profits or other accretions to the federation will be used in promoting its objects
- 1.6. Ruling on Bylaws - Except as provided in the *Act*, the *Board* will have the authority to interpret any provision of these Bylaws that is contradictory, ambiguous, or unclear, provided such interpretation is consistent with the *Act* and with the objects of the Federation.

2. **Membership**

- 2.1. Register - The Federation will keep a register of its Members.
- 2.2. Terms of Membership – Any member who accepts membership in the Federation will be deemed to have undertaken to abide by the provisions of the Bylaws, policies, rules and operating procedures of the Federation and all decisions of the *Board*.
- 2.3. Duration – membership is accorded on an annual basis, and all members, excluding honorary members, and directors, will re-apply for membership each year.
- 2.4. Admission – Members will be admitted if:
 - 2.4.1. The candidate member has made an application for membership in a manner prescribed by the Federation;
 - 2.4.2. With the exception of a Director, the candidate member has been approved as a member by the *Board*, the Members, or by any committee or individual delegated this authority by the *Board*;
 - 2.4.3. The candidate member is in good standing;
 - 2.4.4. The candidate member has paid dues as prescribed in these Bylaws;
 - 2.4.5. Directors shall be deemed as Members.
- 2.5. Failure to be Admitted - Where a candidate member is not admitted to membership, written reasons will be provided.
- 2.6. Year -The Membership year of the Federation is the 1st of September each calendar year and covers the period of September 1st to August 31st of the following year.
- 2.7. Dues - Dues and categories of Members will be as determined by the *Board*.
- 2.8. Deadline - The *Board* will determine the deadline date by which dues or fees must be paid.

- 2.9. Resignation – To resign from the Federation, a member will give written notice of said resignation to the federation. The resignation will come into effect immediately upon receipt of the written notice. Where a member who is subject to a disciplinary investigation or action of the federation resigns, that member will nonetheless be subject to any sanctions or consequences resulting from the disciplinary investigation or action.
- 2.10. Arrears - A Member may be suspended from the Federation for failing to pay Membership dues or participant registration fees by the prescribed deadline date. Should dues or fees remain unpaid for an additional ninety (90) days from the prescribed deadline date, the Member may be expelled from the Federation. Suspension, expulsion or resignation does not affect the right of the Federation to pursue payment of monies owed.
- 2.11. Discipline - In addition to suspension or expulsion for failure to pay dues or fees, a member may have other membership restrictions or sanctions imposed, in accordance with the federation's policies and procedures relating to conduct and discipline of Members.
- 2.12. Membership Not Transferable – The interest of a member in the federation is not, directly or indirectly, transferable to any individual or organization.
- 2.13. Good Standing - A Member of the Federation will be in good standing provided that the Member:
- 2.13.1. Owes no outstanding membership dues, participant fees or other debts to the federation or member Club.
 - 2.13.2. Has not ceased to be a Member;
 - 2.13.3. Has not been suspended or expelled from membership, or had other membership restrictions or sanctions imposed;
 - 2.13.4. Is not subject to a disciplinary investigation or action by the association, or if subject to disciplinary action previously, has fulfilled all terms and conditions of such disciplinary action to the satisfaction of the association.
- 2.14. Voting Members – The only Members who can vote at meetings of the Members are Members in good standing or as described in the membership policy
- 2.15. Number of Votes – A voting member is entitled to one (1) vote at a meeting of the Members.

3. Governance

- 3.1. Composition of the Board - The *Board* of directors of the federation will consist of the following:

- 3.1.1. President
- 3.1.2. Vice President
- 3.1.3. Treasurer
- 3.1.4. Director of Communications
- 3.1.5. Director of Handball Education
- 3.1.6. Director of Community Development
- 3.1.7. Directors at Large

- 3.2. President - will be responsible for the general supervision of the affairs of the federation, be an ex-officio member of all committees and, when present, chair all meetings of the members and of the *Board*, and will perform such other duties as may from time to time be established by the *Board*.
- 3.3. Vice President - will support and assist the President in all duties, will chair all meetings of the Members and the *Board* in the absence or inability of the President, and will perform such other duties as may from time to time be established by the *Board*.
- 3.4. Treasurer - will cause to be kept proper accounting records as required by the *act*, will cause to be deposited all monies received by the federation into the federation's bank accounts, as directed by the *Board* will supervise the management and disbursement of funds of the federation, when requested will provide the *Board* with an account of the financial transactions and the financial position of the federation, will present the financial statements to the members at the annual general meeting in keeping with the *act*, and will perform such other duties as may from time to time be established by the *Board*.
- 3.5. Director of Communications - will attend all meetings of the Members and the *Board*, will keep or cause to be kept proper minutes of the meetings of the members and the *Board*, will issue written notices of all meetings of the members and of the *Board*, will support the *Board* in carrying out its duties.
- 3.6. Director of Handball Development - Will lead the development and delivery of educational programs for coaches and officials, will oversee the creation and implementation of training standards, will support clubs and organizers in improving technical development, will work to raise the overall quality and consistency of handball instruction and officiate across all levels.
- 3.7. Director of Community Development - Will lead initiatives to grow handball at the grassroots level, will support the development of school and club programs, will assist in creating pathways for new athletes and teams, will work with local partners to increase participation and access, and will help build a stronger, more connected handball community across the province.

- 3.8. Powers of the Federation - Except as otherwise provided in the *act* or these Bylaws, the *Board* has the powers of the Federation and may delegate any of its powers, duties and functions.
- 3.9. Managing the Affairs of the Federation - The *Board* will make and amend policies, rules and operating procedures for managing the affairs of the federation in accordance with the *act* and these bylaws; will ensure members adhere to these policies, rules and operating procedures, and will ensure directions from general Meetings are carried out.
- 3.10. Discipline - The *Board* may make policies and procedures relating to the discipline of members and participants in the federation's programs, and will have the authority to discipline members and participants in accordance with such policies and procedures.
- 3.11. Dispute Resolution - The *Board* may make policies and procedures relating to the management of disputes within the Federation and all disputes will be dealt with in accordance with such policies and procedures.
- 3.12. Employment of Individuals - The *Board* may employ or engage under contract such individuals as it deems necessary to carry out work of the federation. Employees will not have voting rights of the Federation.
- 3.13. Decisions of Members – The *Board* will comply with all resolutions of the Members made at the General and Special meetings.
- 3.14. Eligibility - Any individual who is 18 years of age or older and who has the power under law to contract and is a Member of the Federation, may be nominated for election as a Director
- 3.15. Circulation of Nominations – Nominations for Directors to be elected shall be called at the time that the notice of the Annual General Meeting is given. Such nominations must be accompanied by written notice that the candidate is willing to stand for election. Additional nominations may be accepted from the floor, provided that the candidate is present and indicates his willingness to stand for election.
- 3.16. Decision – Elections will be decided by majority vote of the Members present at an annual general meeting in accordance with the following:
- 3.16.1. One Valid Nomination – Winner declared by acclamation.
 - 3.16.2. Two or More Valid Nominations – Winner is the nominee receiving the greatest number of votes.

- 3.17. Terms – The term for elected Directors is two years and Directors will hold office until their successors have been duly elected in accordance with these Bylaws or unless they resign, are removed from, or vacate their office in a manner prescribed in these Bylaws. Elected Directors will be eligible for re-election. If a Director assumes an office due to vacancy, that term of that office may be finished.
- 3.18. Staggered Terms - The terms of elected Directors will be staggered by electing half of the Directors at each Annual General Meeting as follows:

Even Numbered Years	Odd Numbered Years
President	Vice President
Treasurer	Director of Communications
Director of Community Development	Director of Handball Education

- 3.19. Directors as Large - shall be appointed by the *Board* and serve a one-year term from the date of appointment or to the next duly called Annual General Meeting, whichever shall come first.
- 3.20. Vacancy - Where the position of a Director becomes vacant for whatever reason, the remaining members of the *Board* may appoint an individual in good standing to fill the vacancy for the remainder of the term.
- 3.21. Resignation - A Director may resign from the *Board* at any time by presenting a written notice of resignation to the *Board*. This resignation will become effective on the date the *Board* accepts the request. Where a Director who is subject to a disciplinary investigation or action of the Federation resigns, that Director will nonetheless be subject to any sanctions or consequences resulting from the disciplinary investigation or action.
- 3.22. Vacate Office - The office of any Director will be vacated automatically if the Director:
- 3.22.1. without reasonable explanation, as determined by the *Board*, fails to attend three (3) consecutive meetings of the *Board*;
 - 3.22.2. is found by a court to be of unsound mind or to have committed a felony;
 - 3.22.3. Upon the Director's death;
- 3.23. Removal – A Director may be removed by Special Resolution of the *Board* or by Special Resolution of the Members in a meeting, provided the Director has been given notice of and the opportunity to be present and to be heard at the meeting where such a Special Resolution is put to a vote.
- 3.24. Number of Meetings - The *Board* will hold at least eight (8) meetings per year.

- 3.25. Call of Meeting - The meetings of the *Board* will be at the call of the President or any three (3) Directors.
- 3.26. Notice - Written notice of *Board* meetings will be given to all Directors at least seven (7) days prior to the scheduled meeting. No Notice of a meeting of the *Board* is required if all Directors waive notice, or if those absent consent to the meeting being held in their absence.
- 3.27. Quorum - At any meeting of the *Board*, quorum will consist of four (4) Directors.
- 3.28. Ordinary Resolution - Unless specified otherwise, issues before the *Board* will be decided by Ordinary Resolution, where the Chair of the meeting does not vote. In the event of a tie, the Chair will cast a deciding vote. Voting will be by a show of hands unless a majority of Directors present request a secret ballot.
- 3.29. Open Meetings - Meetings of the Board will be open to Members and the public except where the majority of the Board determines that a closed meeting is required. Such determination may be made by Ordinary Resolution immediately following the approval of the agenda.
- 3.30. Committees - The Board may appoint such committees as it deems necessary for managing the affairs of the Federation and may appoint members of committees or provide for the election of members of committees, may prescribe the duties of committees, and may delegate to any committee any of its powers, duties, and functions except where prohibited by the *act* or these Bylaws.
- 3.31. Terms of Reference- The Board will establish the terms of reference and operating procedures for committees and may delegate any of its power, duties or functions to any committee.
- 3.32. Committee Chair –Unless otherwise prescribed the committee Chair will be appointed by the Board of Directors.
- 3.33. Quorum – Unless otherwise prescribed quorum for any committee will be the majority of its voting members.
- 3.34. Vacancy - When a vacancy occurs on any committee, the Board may appoint an individual to fill the vacancy for the remainder of the committee's term, provided this individual satisfies the qualifications for the membership of the committee as specified in the Federation's policies and operating procedures.
- 3.35. Removal - The Board may remove any member it has appointed to any committee.

- 3.36. Conflict of Interest – All Directors, other Members, and committee members who have an interest, or who may be perceived as having an interest, in a proposed contract or transaction with the Federation will disclose fully and promptly the nature and extent of such interest to the Board, or Committee, as the case may be; will refrain from voting or speaking in debate on such contract or transaction; will refrain from influencing the decision on such contract or transaction; will otherwise comply with the requirements of the *act* regarding conflict of interest and will be adhered to any additional requirements as set out in the Federations policies for dealing with conflict of interest.

4. **FINANCE AND MANAGEMENT**

- 4.1. Fiscal Year - The fiscal year of the Association will be August 1st to July 31st, or such other period as the Board may from time to time determine.
- 4.2. Financial Records - The necessary financial records of the Federation required by these Bylaws or by applicable law will be necessarily and properly kept by the Treasurer. The financial records of the Federation may be inspected by any member at the Annual General Meeting.
- 4.3. Minutes – The Secretary, or designate, will prepare and keep the minutes of the Member meetings and the minutes of the Board meetings.
- 4.4. Signing Authority - The Board will designate the Directors who have signing authority for all financial transactions conducted in the name of the Federation. Two signatures are required on all cheques.
- 4.5. Remuneration – No member of the Board shall be remunerated, excluding expenses incurred in the course of their duties, except for the Treasurer who may receive an annual honorarium in an amount determined by the Board.
- 4.6. Execution of Agreements - All written agreements entered into in the name of the Federation will be signed by the President and one other Director.
- 4.7. Property - The Federation may acquire, lease, sell, or otherwise dispose of securities, lands, buildings, or other property, or any right or interest therein, for such consideration and upon such terms and conditions as the Board may determine.
- 4.8. Borrowing - The Federation may borrow funds upon such terms and conditions as the Board may determine.

- 4.9. Capital Spending – Purchases of assets with a value over \$15,000 shall be put to an Ordinary Resolution of the Members
- 4.10. Financial Institutions - The banking business of the Federation, or any part thereof, will be transacted with such banks, trust companies or other financial institutions as the Board may designate, appoint or authorize from time to time and all such banking business, or any part thereof, will be transacted on the Federation's behalf by such one or more officers and/or other persons as the Board may designate, direct or authorize from time to time

5. **Meeting of Members**

- 5.1. Types of Meetings - Meetings of Members will include General Meetings and Special Meetings of the Federation.
- 5.2. Location and Date – The Association will hold meetings of Members at such time and place as determined by the Board. The Annual General Meeting will be held on or before the 30th day of September.
- 5.3. Notice - Written notice of meetings of Members will be given to all Members at least twenty- one (21) days prior to the date of the meeting. Notice will contain a proposed agenda and reasonable information to permit Members to make informed decisions at the meeting.
- 5.4. Special Meeting - A Special Meeting may be called by a majority of the Directors and will be called upon the written request of one-third (1/3) of voting Members. Written notice of a special meeting will be given to Members at least twenty-one (21) days prior to the date of the meeting.
- 5.5. Agenda for Special Meetings – Only the matter(s) set out in the notice for the Special Meeting are considered at the Special Meeting.
- 5.6. Business – The Federation will conduct the following business at its Annual General Meeting:
 - 5.6.1. Present financial statements of the Federation;
 - 5.6.2. Present reports of the Executive Committee and of any other standing Committee;
 - 5.6.3. Elect new Directors;
 - 5.6.4. Conduct any other items of business, which properly comes before the Board.
- 5.7. New Business - Any Member who wishes to have new business placed on the agenda of a meeting will give written notice to the Federation at least fourteen

(14) days prior to the meeting date.

- 5.8. Quorum – Fifteen voting Members will constitute a quorum. If a quorum is not present within one-half (1/2) hour after scheduled start time, the Meeting will be adjourned until the same time and day the following week. If a quorum is not present within one-half (1/2) hour after the set time of the second meeting, the meeting will proceed with the Members in attendance.
- 5.9. Open Meetings – Meetings of Members will be open to the public except where the Members determine a closed meeting is required. Such determination may be made by Ordinary Resolution immediately following the approval of the agenda.
- 5.10. Ordinary Resolution - Unless specified otherwise, questions at meetings of Members will be decided by majority vote, where a tie vote will fail. An abstention from voting will not be counted as a vote. Voting will be by a show of hands unless a majority of Members approve a secret ballot.
- 5.11. Adjournment - A meeting may be adjourned from time to time and from place to place, but no business will be transacted at an adjourned meeting other than the business left unfinished at the original meeting. When a meeting is adjourned for thirty (30) days or more, notice of the adjourned meeting will be given as if it was a new meeting.
- 5.12. Voting - Voting privileges at all Meetings of Members will be as follows:
 - 5.12.1. Each voting member has one (1) vote.
 - 5.12.2. The president shall have a casting, but not a second, vote in the event of a tie vote.
 - 5.12.3. A voting Member may not vote by Proxy.
 - 5.12.4. A majority of the votes of the Voting Members present decides each issue and resolution, unless the issue needs to be decided by a special resolution.
 - 5.12.5. If a member is under the age of 18, voting rights can be passed onto the parent or legal guardian of the member.
- 5.13. Determination of Votes - Votes will be determined by a show of hands unless a secret ballot is requested by a voting Member.

6. INDEMNIFICATION

- 6.1. Will Indemnify - The Federation will indemnify and hold harmless out of the funds of the Federation each Director from and against any and all claims, demands, actions, or costs which may arise or be incurred as a result of occupying the

position or performing the duties of a Director.

- 6.2. Will Not Indemnify - The Federation will not indemnify a Director or any other individual for acts of fraud, dishonesty, or bad faith.
- 6.3. Insurance - The Federation will purchase and maintain insurance for the benefit of its Directors in an amount as determined by the Board.
- 6.4. Responsibility - the Federation will not be held responsible for the operation or financial commitment of any Member, committee, and individual, organizing body, Handball competition or Handball-related activity for which the Federation has not explicitly assumed such responsibility in writing.

7. Notice

- 7.1. Written Notice - In these Bylaws, written notice will mean notice that is hand-delivered, faxed, e mailed, posted on the Federation's multimedia sites or provided by mail or courier to the Registered Address of the Federation, Director, or Member, as the case may be.]
- 7.2. Date of Notice - Date of notice will be the date on which receipt of the notice is confirmed verbally where the notice is hand-delivered, electronically where the notice is faxed or e-mailed, or posted on the Federation's multimedia sites or in writing where the notice is couriered, or in the case of notice that is provided by mail, five days after the date the mail is post-marked.
- 7.3. Error in Notice - The accidental omission to give notice of a meeting of the Directors, Members, or Committee members, the failure of any Director, Member or Committee member to receive notice, or an error in any notice that does not affect its substance will not invalidate any action taken at the meeting.
- 7.4. Waiver of Notice – Meetings of the Federation may be held at any time without notice if each voting Member either consents in writing to the holding of the Meeting or is present. Voting Members may also, in writing, waive notice of any meetings.

8. AMENDMENT OF BYLAWS

- 8.1. Special Resolution - The Bylaws of the Association may only be amended, revised, repealed, or added to by a Special Resolution at a meeting of Members, for which proper notice has been given.

8.2. Notice of Amendment - The twenty-one (21) day notice of the meeting of Members must include details of the proposed resolution to change the Bylaws.

8.3. Registration - The amended Bylaws will take effect after acceptance by the Registrar.

9. ADOPTION OF THESE BYLAWS

9.1. Adoption by Board – These Bylaws are adopted by the Board of Directors of the Federation at a meeting of the Board duly called and held.

9.2. Ratification – These Bylaws are ratified by a Special Resolution of the Members of the Federation entitled to vote at a Meeting of Members duly called and held.

9.3. Repeal of Prior Bylaws - In ratifying these Bylaws, the Members of the Federation repeal the prior Bylaws of the Association.

9.4. Enactment – These Bylaws are hereby enacted and will come into force upon their acceptance by the Registrar.

10. Dissolution

10.1. Upon the dissolution of the Federation, any funds or assets remaining after paying all debts shall be distributed to a Canadian non-profit organization as determined by the Board.